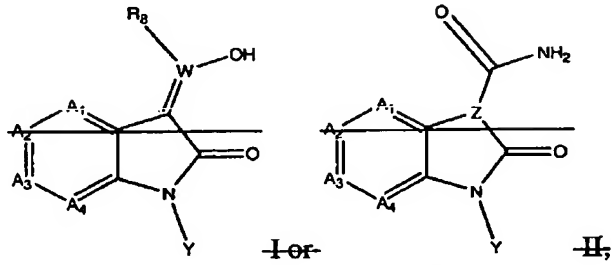
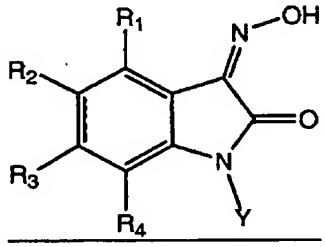
B) Amendments to the claims: Applicants respectfully request amendment of the claims as follows:

1. (currently amended) A compound of the formula:



~~I or~~ ~~II;~~



I

or a pharmaceutically acceptable ~~derivative or prodrug~~ salt thereof; wherein

Y is selected from -(CH_2)-Q_1; -(CO)-Q_1; -(CO)NH-Q_1; -(CO)-O-Q_1; -(SO_2)-Q_1 or -(SO_2)NH-Q_1;

Q_1 is a C_1-C_6 straight chain or branched alkyl or alkenyl group; a 5-7 membered aromatic or non-aromatic carbocyclic or heterocyclic ring; or a 9-14 membered bicyclic or tricyclic aromatic or non-aromatic carbocyclic or heterocyclic ring system, wherein said alkyl, alkenyl, ring or ring system is optionally substituted with one to four substituents, each of which is independently selected from NH_2, NH-R, $N(R)_2$, NO_2, OH, OR, CF_3, halo, CN, CO_2H, $C(O)$-NH_2, C(O)-NH-R, $C(O)$-$N(R)_2$, C(O)-R, SR, S(O)-R, $S(O)_2$-R, $S(O)_2$-NH-R or -R;

~~W is N or C;~~

~~wherein when W is N, R_8 is a lone pair of electrons; and~~

~~wherein when W is C, R_8 is R_7.~~

~~A_1 is N or CR^1;~~

~~A_2 is N or CR^2;~~

~~A_3 is N or CR^3;~~

~~A_4 is N or CR^4;~~

~~provided that at least one of A_1, A_2, A_3 and A_4 must not be N;~~

R^1 is $-NHR^5$, $-OR^5$, $-SR^5$, or $-R^5$;

R^2, R^3, and R^4 are independently selected from $-(CO)NH_2$, $-(CO)NHR$, $-(CO)N(R)_2$, $-NHR^5$, $-NHCH_2R^5$, $-OR^5$, $-SR^5$, $-R^5$, $-NH(CO)-R^6$, $-NH(CO)-NHR^6$, $-NH(CO)-NH(CO)R^6$, $-NH(CO)-OR^6$, $-NH(SO_2)-R^6$, $-NH(SO_2)-NHR^6$, $-C(O)OH$, $-C(O)OR$, $-(CO)-Q_1$, $-(CO)NH-Q_1$, $-(CO)NR-Q_1$, $-(CO)-O-Q_1$, $-(SO_2)-Q_1$ or $-(SO_2)NH-Q_1$;

R^5 and R^6 are each independently selected from H; $N(R)_2$, NHOH, NO_2, C(O)OR or halo; a C_1-C_6 straight chain or branched alkyl, alkenyl or alkynyl group; a 5-7 membered aromatic or non-aromatic carbocyclic or heterocyclic ring; or a 9-14 membered bicyclic or tricyclic aromatic or non-aromatic carbocyclic or heterocyclic ring; wherein said alkyl, alkenyl, ring or ring system is optionally substituted with one to four substituents, each of which is independently selected from NH_2, NHR, NHC(O)OR, $N(R)_2$, NO_2, OH, OR, CF_3, halo, CN, $Si(R)_3$, CO_2H, COOR, $CONH_2$, CONHR, $CON(R)_2$, COR, SR, S(O)R, $S(O)_2R$, $S(O)_2NHR$ or R;

~~R^7 is H; a C_1-C_6 straight chain or branched alkyl or alkenyl group; a 5-7 membered aromatic or non-aromatic carbocyclic or heterocyclic ring; or a 9-14 membered bicyclic or tricyclic aromatic or non-aromatic carbocyclic or heterocyclic ring; wherein said alkyl, alkenyl, ring or ring system is optionally substituted with one to four substituents, each of which is independently selected from NH_2, NHR, $N(R)_2$, NO_2, OH, OR, CF_3, halo, CN, CO_2H, $CONH_2$, CONHR, $CON(R)_2$, COR, SR, S(O)R, $S(O)_2R$, $S(O)_2NHR$ or R;~~

R is a C_1-C_6 straight chain or branched alkyl or alkenyl group, a 5-7 membered aromatic or non-aromatic carbocyclic or heterocyclic ring, or a 9-10 membered bicyclic aromatic or non-aromatic carbocyclic or heterocyclic ring system; ~~and~~

~~Z is CH or N;~~

provided that:

when R_1, R_2, R_3, and R_4 are H, then Y is not 2,2-diethoxyethyl, 2-chloro-ethyl, 4-chloro-butyl, ethyl, 2-hydroxyethyl, methyl, isopropyl, or unsubstituted benzyl; when R_1, R_3, and R_4 are H, and R_2 is Br, then Y is not unsubstituted benzyl, ethyl, or methyl; when R_1 and R_3 are CH_3, and R_2 and R_4 are H, then Y is not ethyl; when R_1 and R_3 are H, and R_2 and R_4 are Cl, then Y is not ethyl; and when R_1, R_2 and R_4 are H, and R_3 is CH_3, then Y is not ethyl.

2. (canceled)

3. Canceled.

4. (currently amended) A pharmaceutical composition comprising ~~an amount of~~ a compound according to ~~any one of~~ claims 1 ~~to 3effective to inhibit JNK~~, and a pharmaceutically acceptable carrier.

5. (currently amended) ~~Use of the composition according to claim 4 for the manufacture of a medicament for~~ A method for treating ~~or preventing~~ inflammatory diseases, autoimmune diseases, destructive bone disorders, proliferative disorders, infectious diseases, neurodegenerative diseases, allergies, reperfusion/ischemia in stroke, heart attacks, angiogenic disorders, organ hypoxia, vascular hyperplasia, cardiac hypertrophy, thrombin-induced platelet aggregation or conditions associated with proinflammatory cytokines ~~in a~~ comprising administering the composition of claim 4 to a patient in need thereof.

6. (currently amended) The ~~use according to~~ method of claim 5, wherein ~~said treating or preventing is for an~~ the inflammatory disease is ~~selected from~~ acute pancreatitis, chronic pancreatitis, asthma, allergies, or adult respiratory distress syndrome.

7. (currently amended) The ~~use according to~~ method of claim 5, wherein ~~said treating or preventing is for an~~ the autoimmune disease is ~~selected from~~ glomerulonephritis, rheumatoid arthritis, systemic lupus erythematosus, scleroderma, chronic thyroiditis, Graves' disease, autoimmune gastritis, diabetes, autoimmune hemolytic anemia, autoimmune neutropenia, thrombocytopenia, atopic dermatitis, chronic active hepatitis, myasthenia gravis, multiple sclerosis, inflammatory bowel disease, ulcerative colitis, Crohn's disease, psoriasis, or graft vs. host disease.

8. (currently amended) The ~~use according to~~ method of claim 5, wherein ~~said wherein said treating or preventing is for a~~ the destructive bone disorders ~~is~~ ~~selected from~~ osteoarthritis, osteoporosis or a multiple myeloma-related bone disorder.

9. (currently amended) The ~~use according to~~ method of claim 5, wherein ~~said wherein said treating or preventing is for a~~ the proliferative disease is ~~selected from~~ acute myelogenous leukemia, chronic myelogenous leukemia, metastatic melanoma, Kaposi's sarcoma, or multiple myeloma.

10. (currently amended) The ~~use according to~~ method of claim 5, wherein ~~said wherein said treating or preventing is for a~~ the neurodegenerative disease is ~~selected from~~ Alzheimer's disease, Parkinson's disease, amyotrophic lateral sclerosis, Huntington's disease, cerebral ischemia or neurodegenerative disease caused by traumatic injury, glutamate neurotoxicity or hypoxia.

11. (currently amended) The ~~use according to~~ method of claim 5, wherein ~~said wherein said treating or preventing is for a~~ the disease is ischemia/reperfusion in stroke or myocardial ischemia, renal ischemia, heart attacks, organ hypoxia or thrombin-induced platelet aggregation.

12. (currently amended) The ~~use according to~~ method of claim 5, wherein ~~said wherein said treating or preventing is for a~~ the disease is a condition associated with T-cell activation or pathologic immune responses.

13. (currently amended) The ~~use according to~~ method of claim 5, wherein ~~said wherein said treating or preventing is for a~~ the disease is an angiogenic disorder selected from solid tumors, ocular neovasculization, or infantile haemangiomas.

14. (new) The compound of claim 1, wherein Y is $-(CH_2)-Q_1$, and Q_1 is optionally substituted benzodioxanyl, an optionally substituted phenyl group, a substituted heterocyclic ring, a 10-membered heterocyclic bicyclic ring, or a straight chain alkyl group substituted with phenyl or a heterocyclic monocyclic or bicyclic ring.

15. (new) The compound of claim 1, wherein Y is $-(CH_2)-Q_1$ and Q_1 is substituted phenyl.

16. (new) The compound of claim 1, wherein Y is $-(CH_2)-Q_1$ and Q_1 is optionally substituted benzodioxanyl.

17. (new) The compound of claim 1, wherein R^1 is R^5.

17. (new) The compound of claim 1, wherein R^1 is H, methyl, halo, optionally substituted phenyl, a monocyclic or bicyclic heterocycle, optionally substituted alkyl, alkenyl or alkynyl, or COOR.

18. (new) The compound of claim 1, wherein R^2 is R^5, NH(CO)-R^6, NH(SO_2)-R^6, -$NHCH_2R^5$, CO-Q_1 or CONH-Q_1.

19. (new) The compound of claim 1, wherein R^2 is H, halo, NO_2, NH_2, methyl, OCF_3, -$N(R)_2$, or substituted phenyl.

20. (new) The compound of claim 1, wherein R^3 is R^5, NH(CO)-R^6, NH(SO_2)-R^6, or CONH-Q_1.

21. (new) The compound of claim 1, wherein R^3 is H, halo, methyl, CF_3, optionally substituted phenyl, a heterocyclic ring, a bicyclic ring, NO_2 or NH_2.

22. (new) The compound of claim 1, wherein R^4 is R^5.

23. (new) The compound of claim 1, wherein R^4 is H or methyl.

24. (new) A method of inhibiting JNK3 kinase activity in:

(a) a patient; or

(b) a biological sample;

which method comprises administering to said patient, or contacting said biological sample with:

a) a composition of claim 4; or

b) a compound of claim 1.

25. (new) The method of claim 5, wherein the disease is a neurodegenerative disorder.

26. (new) The method of claim 5, wherein the disease is Parkinson's disease.